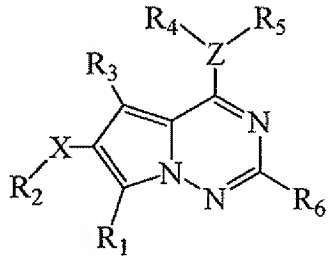
AMENDMENTS TO THE CLAIMS

Please amend the Claims as follows. Deleted subject matter is indicated in bold text with a strike out and added subject matter is indicated with bold text that is underlined. It is believed that no new matter has been added by any of these changes. This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A method of treating one or more conditions associated with p38 kinase activity wherein said conditions are selected from **the group consisting of** ~~**asthma, adult respiratory distress syndrome, chronic obstructive pulmonary disease, chronic pulmonary inflammatory disease,**~~ inflammatory bowel disease, osteoporosis, graft vs. host rejection, **psoriasis,** psoriatic arthritis, traumatic arthritis, rubella arthritis, gouty arthritis and osteoarthritis, comprising administering to a patient in need thereof at least one compound having the formula (I):



(I)

or a pharmaceutically acceptable salt ~~**, prodrug, or solvate**~~ thereof, wherein:

R_3 is hydrogen, methyl, perfluoromethyl, methoxy, halogen, cyano or NH_2;

X is selected from **the group consisting of** $-O-$, $-OC(=O)-$, $-S-$, $-S(=O)-$, $-SO_2-$, $-C(=O)-$, $-NR_{10}-$, $-NR_{10}C(=O)-$, $-NR_{10}C(=O)NR_{11}-$, $-NR_{10}CO_2-$, $-NR_{10}SO_2-$, $-NR_{10}SO_2NR_{11}-$, $-SO_2NR_{10}-$, $-C(=O)NR_{10}-$, halogen, nitro, and cyano, or X is absent;

~~**Z is selected from O, S, N, and CR_{20}, wherein when Z is CR_{20}, said carbon atom may form an optionally substituted bicyclic aryl or heteroaryl with R_4 and R_5;**~~

R_1 is **selected from the group consisting of** hydrogen, $-CH_3$, $-OH$, $-OCH_3$, $-SH$, $-SCH_3$, $-OC(=O)R_{21}$, $-S(=O)R_{22}$, $-SO_2R_{22}$, $-SO_2NR_{24}R_{25}$, $-CO_2R_{21}$, $-C(=O)NR_{24}R_{25}$, $-NH_2$, $-NR_{24}R_{25}$, $-NR_{21}SO_2NR_{24}R_{25}$, $-NR_{21}SO_2R_{22}$,

$-NR_{24}C(=O)R_{25}$, $-NR_{24}CO_2R_{25}$, $-NR_{21}C(=O)NR_{24}R_{25}$, halogen, nitro, ~~or~~ **and** cyano;

R_2 is selected from **the group consisting of**:

a) hydrogen, provided that R_2 is not hydrogen when X is $-S(=O)-$, $-SO_2-$, $-NR_{10}CO_2-$, or $-NR_{10}SO_2-$;

b) alkyl, alkenyl, and alkynyl optionally substituted with up to four R_{26} or pentafluoroalkyl;

c) aryl and heteroaryl optionally substituted with up to three R_{27}; and

d) heterocyclo and cycloalkyl optionally substituted with keto (=O), up to three R_{27}, and/or having a carbon-carbon bridge of 3 to 4 carbon atoms; ~~or~~ **and**

e) R_2 is absent if X is halogen, nitro or cyano;

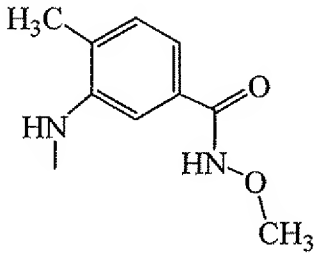
~~(i) R_4 is substituted aryl, aryl substituted with $NHSO_2$alkyl, substituted heteroaryl, an optionally-substituted bicyclic 7-11 membered saturated or unsaturated carbocyclic or heterocyclic ring, and~~

~~R_5 is hydrogen, alkyl, or substituted alkyl, except when Z is O or S, R_5 is absent,~~

~~or alternatively,~~

~~(ii) R_4 and R_5 taken together with Z form an optionally-substituted bicyclic 7-11 membered aryl or heteroaryl;~~

the portion $-Z(R_4)(R_5)$ is selected to be



R_6 is **selected from the group consisting of** hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, substituted heterocyclo, $-NR_7R_8$, $-OR_7$, ~~or~~ **and** halogen;

R_{10} and R_{11} are **each** independently selected from **the group consisting of** hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclo, and substituted heterocyclo;

R_7, R_8, R_{21}, R_{24}, and R_{25} are **each** independently selected from **the group consisting of** hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, and substituted heterocyclo;

R_{20} is **selected from the group consisting of** hydrogen, lower alkyl, ~~or~~ **and** substituted alkyl, or R_{20} may be absent if the carbon atom to which it is attached together with R_4 and R_5 is part of an unsaturated bicyclic aryl or heteroaryl;

R_{22} is **selected from the group consisting of** alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, ~~or~~ **and** substituted heterocyclo;

R_{26} is selected from **the group consisting of** halogen, trifluoromethyl, haloalkoxy, keto (=O), nitro, cyano, $-SR_{28}$, $-OR_{28}$, $-NR_{28}R_{29}$, $-NR_{28}SO_2$, $-NR_{28}SO_2R_{29}$, $-SO_2R_{28}$, $-SO_2NR_{28}R_{29}$, $-CO_2R_{28}$, $-C(=O)R_{28}$, $-C(=O)NR_{28}R_{29}$, $-OC(=O)R_{28}$, $-OC(=O)NR_{28}R_{29}$, $-NR_{28}C(=O)R_{29}$, $-NR_{28}CO_2R_{29}$, =N-OH, =N-O-alkyl; aryl optionally substituted with one to three R_{27}; cycloalkyl optionally substituted with keto(=O), one to three R_{27}, or having a carbon-carbon bridge of 3 to 4 carbon atoms; and heterocyclo optionally substituted with keto (=O), one to three R_{27}, or having a carbon-carbon bridge of 3 to 4 carbon atoms; wherein R_{28} and R_{29} are each independently selected from **the group consisting of** hydrogen, alkyl, alkenyl, aryl, aralkyl, C_{3-7}cycloalkyl, and C_{3-7}heterocycle, or may be taken together to form a C_{3-7}heterocycle; and wherein each R_{28} and R_{29} in turn is optionally substituted with up to two **members selected from the group consisting** of alkyl, alkenyl, halogen, haloalkyl, haloalkoxy, cyano, nitro, amino, hydroxy, alkoxy, alkylthio, phenyl, benzyl, phenyloxy, and benzyloxy; and

R_{27} is selected from **the group consisting of** alkyl, R_{32}, and C_{1-4}alkyl substituted with one to three R_{32}, wherein each R_{32} group is independently selected from **the group consisting of** halogen, haloalkyl, haloalkoxy, nitro, cyano, $-SR_{30}$, $-OR_{30}$, $-NR_{30}R_{31}$, $-NR_{30}SO_2$, $-NR_{30}SO_2R_{31}$, $-SO_2R_{30}$, $-SO_2NR_{30}R_{31}$, $-CO_2R_{30}$, $-C(=O)R_{30}$, $-C(=O)NR_{30}R_{31}$, $-OC(=O)R_{30}$, $-OC(=O)NR_{30}R_{31}$, $-NR_{30}C(=O)R_{31}$, $-NR_{30}CO_2R_{31}$, and a 3 to 7 membered carbocyclic or heterocyclic ring optionally substituted with alkyl, halogen, hydroxy, alkoxy, haloalkyl, haloalkoxy, nitro, amino, or cyano, wherein R_{30} and R_{31} are each independently selected from **the group consisting of** hydrogen, alkyl, alkenyl, aryl, aralkyl, C_{3-7}cycloalkyl, and heterocycle, or may be taken together to form a C_{3-7} heterocycle.

2. (Currently Amended) The method of claim 1 comprising administering to the patient at least one compound ~~**having the formula (I), or a pharmaceutically acceptable salt , prodrug or solvate thereof,**~~ **according to claim 1** wherein:

R_3 is methyl, $-CF_3$, or $-OCH_3$;

X is selected from **the group consisting of** $-C(=O)-$, $-NR_{10}-$, $-NR_{10}C(=O)-$, $-NR_{10}CO_2-$, $-NR_{10}SO_2-$, $-SO_2NR_{10}-$, and $-C(=O)NR_{10}-$, or X is absent;

~~**Z is N;**~~

R_2 is **selected from the group consisting of** hydrogen, C_{2-6}alkyl, C_{1-4}alkyl substituted with up to four R_{26}, pentafluoroalkyl, ~~**or**~~ **and** aryl ~~**or**~~ **and** heteroaryl **wherein each of the aryl and heteroaryl may** optionally **be** substituted with up to two **of** R_{27};

~~**R_4 is phenyl substituted with one R_{12} and zero to three R_{13};**~~

~~**R_5 and**~~ R_{10} ~~**independently are**~~ **is** selected from **the group consisting of** hydrogen and lower alkyl;

R_{12} is **selected from the group consisting of** carbamyl, arylsulfonylamine, ~~**or**~~ **and** ureido, each of which is optionally substituted with up to two of hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, and aralkyl, or alkylsulfonylamine;

R_{13} at each occurrence is independently selected from **the group consisting of** alkyl, substituted alkyl, halo, trifluoromethoxy, trifluoromethyl, $-OR_{14}$, $-C(=O)$alkyl, $-OC(=O)$alkyl, $-NR_{15}R_{16}$, $-SR_{15}$, $-NO_2$, $-CN$, $-CO_2R_{15}$, $-CONH_2$, $-SO_3H$, $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R_{17}, $-NHSO_2$-alkyl, $-CONHR_{17}$, and $-NHC(=O)NHR_{17}$;

R_{14} is hydrogen, alkyl, or aryl;

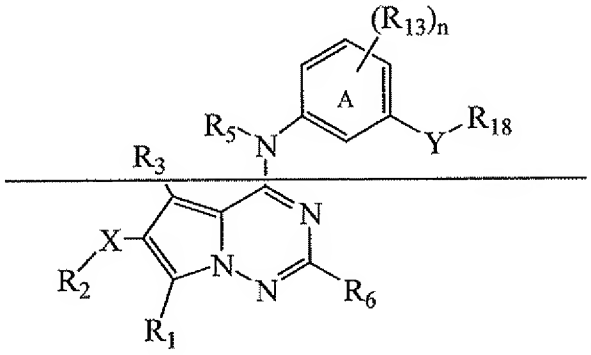
R_{15} is hydrogen or alkyl;

R_{16} is hydrogen, alkyl, aralkyl, or alkanoyl; and

R_{17} is hydrogen, hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, or aralkyl.

3. and 4 (Cancel).

5. (Currently Amended) The method of claim ~~3~~ **2** comprising administering to the patient at least one compound **according to formula (I)** ~~**having the formula (II):**~~



~~**(II),**~~

or a pharmaceutically acceptable salt ~~**, prodrug, or solvate**~~ thereof, wherein:

R_3 is methyl or CF_3;

X is $-C(=O)NR_{10}-$, $-NR_{10}C(=O)-$, or $-C(=O)-$;

R_1 is hydrogen, $-CH_3$, $-OH$, $-OCH_3$, halogen, nitro, or cyano; **and**

~~**Y is –C(=O)NH–, –NHC(=O)NH–, or –NHSO$_2$–;**~~

R_{10} is hydrogen or lower alkyl ~~;~~

~~R_{18} is selected from hydrogen, alkyl, alkoxy, aryl, and aryl substituted with one to three R_{19}, except that when Y is $-NHSO_2-$, R_{18} is C_{1-4}alkyl, aryl or aryl substituted with R_{19};~~

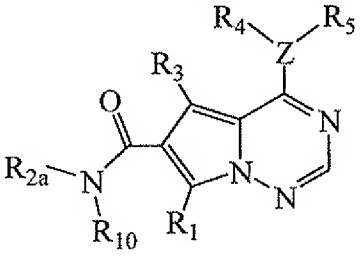
~~R_{13} is attached to any available carbon atom of phenyl ring A and at each occurrence is independently selected from alkyl, substituted alkyl, halo, trifluoromethoxy, trifluoromethyl, $-OR_{14}$, $-C(=O)$alkyl, $-OC(=O)$alkyl, $-NR_{15}R_{16}$, $-SR_{15}$, $-NO_2$, $-CN$, $-CO_2R_{15}$, $-CONH_2$, $-SO_3H$, $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R_{17}, $-NHSO_2C_{1-4}$alkyl, $-CONHR_{17}$, and $-NHC(=O)NHR_{17}$;~~

~~R_{14}, R_{15}, R_{16} and R_{17} are hydrogen or alkyl;~~

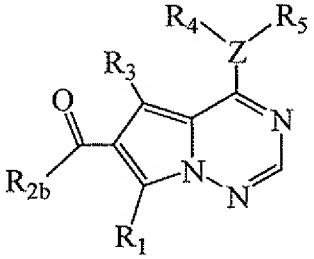
~~R_{19} at each occurrence is selected from alkyl, halo, trifluoromethoxy, trifluoromethyl, hydroxy, alkoxy, alkanoyl, alkanoyloxy, thiol, alkylthio, ureido, nitro, cyano, carboxy, carboxyalkyl, carbamyl, alkoxycarbonyl, alkylthiono, arylthiono, arylsulfonylamine, sulfonic acid, alkysulfonyl, sulfonamido, and aryloxy, wherein each group R_{19} may be further substituted by hydroxy, alkyl, alkoxy, aryl, or aralkyl; and~~

~~n is 0, 1 or 2~~.

6. (Currently Amended) The method of claim ~~3~~ **2**, comprising administering to the patient at least one compound having the formula **I wherein R_2 is selected from the group consisting of $N(R_{2a})(R_{10})$ and R_{2b} to give compounds of formula** (Ia) or (Ib):



(Ia)



(Ib)

or a pharmaceutically acceptable salt ~~, prodrug or solvate~~ thereof, wherein:

R_3 is methyl or CF_3;

R_{2a} and R_{2c} are **each** independently selected from **the group consisting of** hydrogen,

C_{2-6}alkyl, substituted C_{1-4}alkyl, aryl, substituted aryl, benzyl, and substituted benzyl;

R_{2b} is heterocyclo or substituted heterocycle; and

R_{10} is hydrogen or lower alkyl.

7. to 11 (Previously cancelled).